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February 28, 1994

RECORDATION NO. 17286-^E
FILED 1425
FEB 28 1994 - 9 50 AM
INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) copies of a Partial Release and Termination, dated as of February 22, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Security Agreement, dated as of April 19, 1991, which was duly filed with the Commission under Recordation Number 17286

The name and address of the party to the enclosed documents are:

Export Development Corporation
151 O'Connor Street
P.O. Box 655
Ottawa, Canada K1P5T9

A description of the railroad equipment covered by the enclosed documents is attached to the Partial Release and Termination as Schedule 1

Also enclosed is a check in the amount of \$18.00 payable to the Interstate Commerce Commission covering the required recordation fee.

• Mr. Sidney L. Strickland, Jr.
February 28, 1994
Page 2

Kindly return two stamped copies of the enclosed document to the undersigned.

A short summary of the enclosed secondary document to appear in the
Commission's Index is:

Partial Termination and Release of Security Agreement.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

2/28/94

OFFICE OF THE SECRETARY

Robert w. Alvord

Alvord & Alvord

918 16th St N.W. Suite 200

Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 2/28/94 at 9:50am, and assigned
recordation number(s). 17286-E, 18519-F 18419-G

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

FEB 28 1994 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

PARTIAL RELEASE AND TERMINATION

This Partial Release and Termination is made by EXPORT DEVELOPMENT CORPORATION ("EDC").

WHEREAS, EDC and NATIONAL RAILROAD PASSENGER CORPORATION ("AMTRAK") entered into that certain Security Agreement (Mortgage) (as the same may have been amended, modified or supplemented from time to time, the "Mortgage") dated as of April 19, 1991, securing certain obligations of AMTRAK to EDC, and

WHEREAS, the Mortgage was recorded with the Interstate Commerce Commission on April 19, 1991 under Recordation No. 17286, and

WHEREAS, the obligations secured by the Mortgage relating to the railroad cars described on Schedule I attached hereto and made a part hereof (collectively, the "Railroad Cars") has been fully satisfied and discharged;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, EDC hereby releases and terminates any and all rights, security interests, liens and other interests created by the Mortgage to the extent related to the Railroad Cars and fully releases and discharges all the Railroad Cars described therein.

EXCEPT AS SPECIFICALLY PROVIDED HEREBY, the Mortgage, including any and all rights, security interests, liens and other interests created by the Mortgage, remains in full unaffected force and effect as written.

IN WITNESS WHEREOF, EDC has duly executed this Partial Release and Termination as of this 22 day of February, 1994.

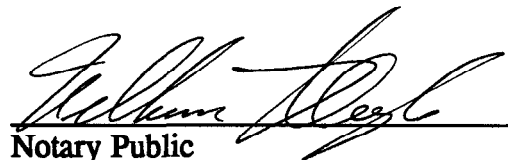
EXPORT DEVELOPMENT CORPORATION

By: James Brockbank
Name: James Brockbank
Title: General Manager

By: Kenneth Hamp
Name: Kenneth Hamp
Title: Manager

PROVINCE OF ONTARIO)
)
COUNTRY OF CANADA)

On this 22th day of February, 1994, before me personally appeared James Brockbank and Kenneth Hamp, to me personally known, who being duly sworn, say that they are the General Manager and the Manager respectively of the Americas Division, Financing Services of EXPORT DEVELOPMENT CORPORATION, and that the foregoing document was executed on behalf of such corporation, and they acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

William F. Doyle

My commission does not expire:

**SCHEDULE I TO
PARTIAL RELEASE AND TERMINATION**

<u>AMTRAK NO.</u>	<u>MANUFACTURER'S NO.</u>
32071	003
32078	016
32079	018
32080	019
32081	021
32082	023
32083	025
32084	027
39006	017
39007	020
39008	022
39009	024
39010	026
39011	028